

15332 / B
RECORDED TO FILED 1991

Document 34(b)

JAN 8 1991 -2 45 PM

INTERSTATE COMMERCE COMMISSION

1-008A039

January 2, 1991

JAN 6 2 10 PM '91
RECEIVED

Mr. Sidney L. Strickland, Jr.
Secretary of the Interstate Commerce Commission
12th and Constitution Avenue Northwest
Washington, D.C. 20423

DOCUMENTS FOR RECORDATION

Dear Secretary:

I have enclosed an original and one copy/counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Assignment Agreement (Security Agreement (Railroad Equipment)) ("Assignment"), a secondary document, dated as of December 21, 1990.

The primary document to which this is connected is recorded under Recordation No. 1 5332 filed October 15, 1987.

We request that this Assignment be cross-indexed.

The names and addresses of the parties to the document are as follows:

The Connecticut Bank and Trust Company, National
Association, as Institutional Trustee
Corporate Trust Department (A06K)
One Connecticut Plaza
Hartford, Connecticut 06115

State Street Bank and Trust Company
100 Constitution Plaza
6th Floor
Hartford, Connecticut 06103

A description of the equipment covered by the document is attached hereto as Schedule I.

Ms. Noreta R. McGee

Page 2

A fee of \$15.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to Michael L. Friedman, Bracewell & Patterson, 2900 South Tower Pennzoil Place, Houston, Texas 77002.

A short summary of the document to appear in the index follows:

Assignment among The Connecticut Bank and Trust Company, National Association, as Second Institutional Trustee, Donald E. Smith, as Second Individual trustee, Corporate Trust Department (A06K), One Connecticut Plaza, Hartford, Connecticut 06115, State Street Bank and Trust Company, as Successor Institutional Trustee, and Mary Lee Storrs, as Successor Individual Trustee, 100 Constitution Plaza, 6th Floor, Hartford, Connecticut 06103 dated December 21, 1990, and covering seventeen steel pressure, non-insulated LPG Tank Cars and connected to a security agreement with Recordation No. 1 5332.

Very truly yours,

THE CONNECTICUT BANK AND TRUST
COMPANY, NATIONAL ASSOCIATION

By: David W. Parmelee
Name: David W. Parmelee
Title: Executive Vice President

LPG TANK CARS

SCHEDULE I

CAR #	SERIAL #	ST. PHONE #	LOCATION	CAPACITY
GTX 112	426 750	112J340W	Refinery	34,000 Gallons
GTX 113	426 747	" "	" "	" "
GTX 114	426 742	" "	" "	" "
GTX 115	426 748	" "	" "	" "
GTX 117	426 752	" "	" "	" "
GTX 118	426 757	" "	" "	" "
GTX 120	426 758	" "	" "	" "
GTX 121	426 766	" "	" "	" "
GTX 122	426 760	" "	" "	" "
GTX 123	426 763	" "	" "	" "
GTX 124	426 765	" "	" "	" "
GTX 125	426 767	" "	" "	" "
GTX 126	426 774	" "	" "	" "
GTX 129	426 775	" "	" "	" "
GTX 131	426 776	" "	" "	" "
GTX 133	426 771	" "	" "	" "
GTX 136	426 781	" "	" "	" "
TOTAL 17				

The 17 steel pressure, non-insulated LPG Tank Cars covered hereby bear the respective railroad recording marks, serial numbers and **U.S. Department of Transportation numbers listed for each in the first, second and third columns above. Each is owned by TransAmerican Natural Gas Corporation (formerly known as GHR Energy Corp. and Good Hope Refineries, Inc.). On October 12, 1987, each was located at the *Refinery, 247 Prospect Avenue, Good Hope, Louisiana 70079, although each is mobile and movable and the security interest granted hereby shall not be affected or impaired by movement of any or all of them. There is no common special identifying mark on the cars. Certain other characteristics common to all 17 cars are as follows:

Trucks Capacity	Approximately 100 tons
Light weight	Approximately 104,000 pounds
Capacity volume	Approximately 34,000 gallons or 284,000 pounds
A.A.R. Car Type Code	T-389
A.A.R. Mechanical Designation	T

Interstate Commerce Commission
Washington, D.C. 20423

1/16/91

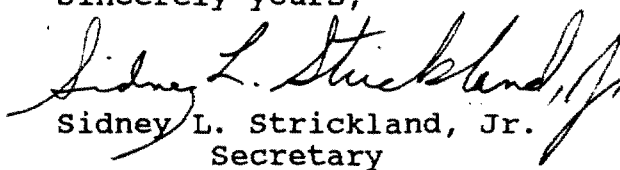
OFFICE OF THE SECRETARY

Michael L. Friedman
Bracewell & Patterson
2900 South Tower
Pennzoil Place
Houston, Texas 77002

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/8/91 at 2:45pm, and assigned recordation number(s). 15332-B

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

15332B
JAN 8 1991 -2 45 PM
INTERSTATE COMMERCE COMMISSION

Document 34(a)

ASSIGNMENT AGREEMENT
(SECURITY AGREEMENT (RAILROAD EQUIPMENT))

This ASSIGNMENT AGREEMENT (SECURITY AGREEMENT (RAILROAD EQUIPMENT)), dated as of December 21ST 1990 (herein, as amended or modified and in effect from time to time, called this "Assignment Agreement"), is by and among THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, not in its individual capacity, but solely as Institutional Trustee under the Collateral Trust Agreement referred to below (herein called the "Second Institutional Trustee"), DONALD E. SMITH, not in his individual capacity, but solely as Individual Trustee under such Collateral Trust Agreement (herein called the "Second Individual Trustee"; the Second Institutional Trustee and the Second Individual Trustee being referred to herein collectively as the "Second Trustees"), STATE STREET BANK AND TRUST COMPANY, not in its individual capacity, but solely as successor Institutional Trustee under such Collateral Trust Agreement (herein called the "Successor Institutional Trustee"), and MARY LEE STORRS, not in her individual capacity, but solely as successor Individual Trustee under such Collateral Trust Agreement (herein called the "Successor Individual Trustee"; the Successor Institutional Trustee and the Successor Individual Trustee being referred to collectively herein as "Successor Trustees").

1. Reference is hereby made to:

- (a) that certain Amended and Restated Negotiated Chapter 11 Plan of TransAmerican Natural Gas Corporation and Affiliates (herein, as the same may be amended or modified and in effect from time to time, called the "Plan") arising out of the cases procedurally consolidated in Case No. 84-03474-H1-5 in the United States Bankruptcy Court, Southern District of Texas (Houston Division) and confirmed by such Court on September 4, 1987;
- (b) that certain Collateral Trust Agreement dated as of October 9, 1987 (herein, as amended or modified and in effect from time to time, called the "Collateral Trust Agreement"), among TransAmerican Natural Gas

Corporation and certain Subsidiaries and Affiliates of TransAmerican Natural Gas Corporation, First Republicbank Dallas, National Association, predecessor in interest to NCNB Texas National Bank, as Institutional Trustee (herein called the "Original Institutional Trustee") and Richard J. Noblett, as Individual Trustee (herein called the "Original Individual Trustee") (the Original Institutional Trustee and Original Individual Trustee being herein collectively called the "Original Trustees");

- (c) that certain Security Agreement (Railroad Equipment) dated as of October 9, 1987 (herein, as amended or modified and in effect from time to time, called the "Security Agreement"), among TransAmerican Natural Gas Corporation and certain Subsidiaries and Affiliates of TransAmerican Natural Gas Corporation, the Original Institutional Trustee and the Original Individual Trustee; and
 - (d) that certain Appointment and Designation of Successor Trustees dated as of October 14, 1988, pursuant to which the Plan Committee appointed the Second Trustees to succeed the Original Trustees under the Collateral Trust Agreement;
 - (e) that certain Assignment Agreement (Security Agreement (Railroad Equipment)) dated as of October 14, 1988, pursuant to which the Original Trustees assigned all of their rights under the Security Agreement to the Second Trustees; and
 - (f) that certain Appointment and Designation of Successor Trustees dated as of even date herewith executed by the Plan Committee (herein, as amended or modified and in effect from time to time, called the "Designation").
- 2. Effective on the date hereof, pursuant to Section 4.5(a) of the Collateral Trust Agreement, the Plan Committee has removed the Second Trustees from their positions as such and has appointed and designated the Successor Trustees to serve under the Collateral Trust Agreement.
 - 3. In connection with the foregoing, in accordance with the terms and provisions of the Plan, the Collateral Trust Agreement, the Security Agreement and the Designation, and for good and valuable consideration, the receipt and


sufficiency of which are hereby acknowledged, the Second Trustees hereby grant, bargain, sell, convey, assign, transfer, set over and deliver unto the Successor Trustees all right, title and interest of the Second Trustees in, to and in respect of the Security Agreement and the Railroad Equipment (as defined in the Security Agreement), including, without limitation, all liens and security interests created by or arising in connection with the Security Agreement.

4. The Successor Trustees hereby agree to the foregoing assignment and agree to observe and abide by the terms of the Security Agreement as fully as though they had originally been parties thereto; provided, however, that the Successor Trustees shall have no liability for damages resulting from any action, non-action or event that occurred prior to their acceptance of the foregoing assignment.
5. It is the intent of the parties hereto that by the transfer and assignment herein referenced, the priority of the liens and security interests in favor of the Original Trustees by reason of the Security Agreement shall be deemed preserved and maintained. This Assignment Agreement may be filed by the Successor Trustees in any appropriate filing office.
6. This Assignment Agreement shall be governed by and construed and interpreted in accordance with the internal laws of the State of Texas without reference to principles of conflict of laws, except as required by applicable law.
7. This Assignment Agreement may be executed in separate counterparts, each of which shall be an original and all of which taken together shall constitute one and the same instrument.

(Seal)

THE CONNECTICUT BANK AND TRUST
COMPANY, NATIONAL ASSOCIATION,
as Second Institutional
Trustee

ATTEST:


Name: Lucille E. Brown
Title: Chief Counsel

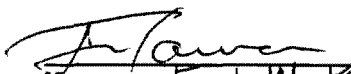
By: 
Name: David W. Parmelee
Title: Executive Vice President

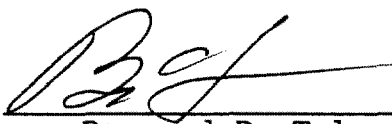

DONALD E. SMITH, as Second
Individual Trustee

(Seal)

STATE STREET BANK AND TRUST
COMPANY, as Successor
Institutional Trustee

ATTEST:

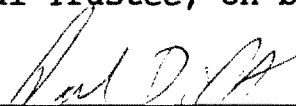

Name: Fred W. Kawano
Title: Vice President

By: 
Name: Bernard D. Tolassi
Title: Vice President


MARY LEE STORRS, as Successor
Individual Trustee

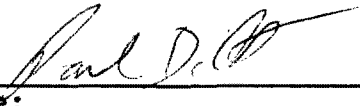
THE STATE OF CONNECTICUT §
§
COUNTY OF HARTFORD §

This instrument was acknowledged before me the 21st day of December, 1990 by David W. Parmelee, Executive Vice President of THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, as Second Institutional Trustee, on behalf of said association.


Name: _____
Notary Public in and for
The State of Connecticut
My Commission Expires: PAUL DIPROTO
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1991

THE STATE OF CONNECTICUT §
§
COUNTY OF HARTFORD §

This instrument was acknowledged before me the 21st day of December, 1990 by Donald E. Smith, as Second Individual Trustee.


Name: _____
Notary Public in and for
The State of Connecticut PAUL DIPROTO
My Commission Expires: NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1991

THE STATE OF CONNECTICUT §
§
COUNTY OF HARTFORD §

This instrument was acknowledged before me the 21st day of December, 1990 by Bernard D. Tolassi, Vice President of STATE STREET BANK AND TRUST COMPANY, as Successor Institutional Trustee, on behalf of said association.

Paul DiProto
Name: _____
Notary Public in and for
The State of Connecticut
My Commission Expires: PAUL DIPROTO
NOTARY PUBLIC
COMMISSION EXPIRES MARCH 31, 1991

THE STATE OF CONNECTICUT §
§
COUNTY OF HARTFORD §

This instrument was acknowledged before me the 21st day of December, 1990 by Mary Lee Storrs, as Successor Individual Trustee.

Paul DiProto
Name: _____
Notary Public in and for
The State of Connecticut PAUL DIPROTO
My Commission Expires: NOTARY PUBLIC
COMMISSION EXPIRES MARCH 31, 1991

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